

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

INTERNATIONAL BUSINESS MACHINES)
CORPORATION,)
Plaintiff,) C.A. No. 16-122-LPS
v.) JURY TRIAL DEMANDED
GROUPON, INC.) PUBLIC VERSION
Defendant.)

**DECLARATION OF ROBERT C. HARRITS IN SUPPORT OF IBM'S LETTER
REQUESTING LEAVE TO AMEND ITS COMPLAINT**

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*Attorneys for Plaintiff International Business
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Dated: May 19, 2017
Public Version Dated: May 24, 2017
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I, Robert C. Harrits, declare that:

1. I am an associate with the law firm of Desmarais LLP, counsel of record for Plaintiff International Business Machines Corporation (“IBM”) in the above-captioned matter, and I am admitted *pro hac vice* to this Court. I submit this declaration based on personal knowledge, and if called upon as a witness, I could competently testify to the truth of each statement herein.

2. I make this Declaration in support of IBM’s Letter Requesting Leave to Amend Its Complaint.

3. Attached hereto as Exhibit 1 is a true and correct copy of IBM’s proposed Amended Complaint.

4. Attached hereto as Exhibit 2 is a true and correct copy of a blackline comparing IBM’s original complaint in this action to IBM’s proposed Amended Complaint.

5. Attached hereto as Exhibit 3 is a true and correct copy of “Groupon Announces Third Quarter 2016 Results,” Groupon (Oct. 26, 2016) <http://investor.groupon.com/releasedetail.cfm?releaseid=995675>, last accessed May 19, 2017.

6. Attached hereto as Exhibit 4 is a true and correct copy of “LivingSocial enters into an agreement to be acquired by Groupon,” LivingSocial (Oct. 26, 2016) <http://corporate.livingsocial.com/blog/2016/10/26/livingsocial-enters/>, last accessed May 19, 2017.

7. The first documents produced by Groupon relating to LivingSocial were produced on April 12, 2017 as part of volume GROUP004 as shown in Exhibit 5, which is a true and correct copy of an April 12, 2017 email from R. Winant to K. Oussayef. (Filed Under Seal)

8. Attorneys for IBM became aware of the documents referencing LivingSocial when reviewing Groupon's April 12, 2017 production on or around April 17, 2017.

9. IBM served Groupon with an amended identification of accused products on May 19, 2017 as shown by Exhibit 6, which is a true and correct copy of IBM's Amended Identification of Accused Products served on May 19, 2017.

10. IBM served Groupon with amended infringement contentions on May 19, 2017, as shown in Exhibit 7, which is a true and correct copy of IBM's Amended Infringement Contentions served on May 19, 2017. (Filed Under Seal)

11. As of May 19, 2017, Groupon has produced 1,481 non-source code documents.

12. Attached hereto as Exhibit 8 is a true and correct copy of a document produced by Groupon bearing bates numbers GROUP0018697- GROUP0018731. (Filed Under Seal)

13. Attached hereto as Exhibit 9 is a true and correct copy of a document produced by Groupon bearing bates numbers GROUP0018263- GROUP0018277. (Filed Under Seal)

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on May 19, 2017, in New York, NY.

/s/ Robert C. Harrits
Robert C. Harrits